

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

WILLIAM FOX,

Plaintiff,

v.

JDN REALTY CORP., et al.

Defendants.

Civil Action No. AMD-02-3816

FILED ENTERED
LOGGED RECEIVED

JAN 23 2003

CLERK U.S. DISTRICT COURT
DISTRICT OF MARYLAND

DEPUTY

ORDER OF DISMISSAL WITH PREJUDICE


This matter comes before the Court on the parties' Joint Motion To Amend Order of Dismissal and for Approval of a Stipulated Dismissal With Prejudice in the above-captioned matter. The Court having reviewed the stipulated motion and having found that (a) Plaintiff's Notice of Dismissal Without Prejudice filed January 15, 2003 and approved by the Court on January 16, 2003 was filed in error as Plaintiff wishes to dismiss his personal claims with prejudice; (b) the Defendants have neither paid nor promised any consideration to the Plaintiff in exchange for Plaintiff's agreement to dismiss his claims with prejudice; (c) there is no evidence of any collusion between the named Plaintiff and the Defendants; and (d) there is no evidence of any prejudice to absent class members, as the dismissal of Plaintiff's personal claims is not intended to and shall not in any way operate to bar or otherwise affect any other class or derivative suit by any person or entity other than Plaintiff concerning or arising out of the proposed merger between JDN Realty Corporation and Developers Diversified Realty Corporation;

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IT IS HEREBY ORDERED THAT

- (1) the Court's Order approving January 15, 2003 Notice of Dismissal Without Prejudice is hereby amended and superseded by this Order;
- (2) the parties' motion for approval of the dismissal of Plaintiff's claims with prejudice is granted;
- (3) notice to the absent class members is unnecessary and not required; and
- (4) the parties shall bear their own costs and attorneys' fees.

SO ORDERED this 23rd day of January, 2003



Honorable Andre M. Davis
United States District Judge